

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11
: :
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JJF)
: :
Debtors. : (Jointly Administered)

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO MONTHLY
APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO
THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF DISBURSEMENTS FOR THE PERIOD FROM
OCTOBER 1, 2001 THROUGH OCTOBER 31, 2001
RE: DOCKET NO. 1283**

On November 30, 2001, Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), counsel to the Official Committee of Equity Holders, filed its Monthly Application for Compensation and Reimbursement of Disbursements (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 p.m. (Eastern Standard Time) on December 20, 2001. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated May 3, 2001 (the "Order"), the Debtors are authorized to pay Kramer Levin \$21,268.00 which represents eighty percent (80%) of the fees, and \$1,663.89, which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: 

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- and -

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Co-Counsel to the Official Committee of Equity
Holders

Dated: December 21, 2001